

Exhibit D-4

Invoicing and Bill Paying Procedures – Operating Phase

The invoice processing and payment process described below will be used during the Operating Phase for payment of invoices for ORCA Program Costs that are included in the ORCA Budget as regionally shared costs and individual Agency costs due under the RFC Contract (e.g. equipment purchases and maintenance).

1. Non Regional Invoices. Each Agency is responsible for processing and paying any invoices for the cost of goods and services that are procured under an individual Agency contract and which are not considered regionally shared ORCA Program Costs in the approved ORCA Budget.

2. Regionally Shared Invoices.

A. Each Agency will pay into the Central Payment Account its share of regional invoices, and the ORCA Regional Program Administration Agency will issue a single payment on behalf of all the Agencies.

B. The invoice processing and payment process is described below:

1. For an invoice submitted by the RFC Contractor:

- a. A preliminary invoice is submitted by the RFC Contractor to the ORCA Operations Manager.
- b. The ORCA Operations Manager will distribute the preliminary invoice to all Agencies and Regional Service Providers.
- c. The Agencies and the Regional Service Providers shall review the preliminary invoice and inform the ORCA Operations Manager of any questions or objections. Failure to raise an objection within a time established by the Joint Board shall be deemed approval.
- d. The ORCA Operations Manager will work with the Agencies, Regional Service Providers and the RFC Contractor to resolve any issues raised about the preliminary invoice.
- e. Upon the RFC Contractor submitting an approved invoice, the ORCA Operations Manager will review to confirm that all issues have been resolved and will provide a copy to the ORCA Regional Program Administrator within **five (5) business days** of the Operations Manager's receipt of the invoice.
- f. The Regional Program Administrator shall follow steps 4-9 below to pay the invoice.

2. For an invoice from a Joint Consultant or other invoicing third party supplying regional shared goods or services, the Agency contracting with the third party will verify the invoice against contract terms and dollar limits approved by the Joint Board and provide the Agency's approval or disapproval on a copy of the invoice. A copy of the invoice with the Agency's approval or disapproval will be sent to all the Agencies and ORCA Regional Program Administration Agency within **five (5) business**

days of the Agency's receipt of the invoice. Failure to raise an objection within a time established by the Joint Board shall be deemed approval.

3. A Regional Service Provider shall submit its invoice to all the Agencies and the ORCA Regional Program Administration Agency. Failure to raise an objection within a time established by the Joint Board shall be deemed approval.

4. The ORCA Regional Program Administrator will verify approved invoices against the ORCA Operating Budget adopted by the Joint Board and assign Agency shares. The ORCA Regional Program Administration Agency will forward to each Agency the invoice detail showing each Agency's share for its approval.

5. An Agency shall provide its approval or disapproval of the designated share of the invoice within **three (3) business days** of the receipt of the invoice detail from the ORCA Regional Program Administration Agency.

6. Upon approval by the Agencies, the Regional Program Administration Agency will issue each Agency an invoice for their share of the contracted service or good, with a payment due date which shall be seven (7) business days from the invoice date.

7. Each Agency remits its payment share to the ORCA Regional Program Administration Agency by initiating an electronic funds transfer to transfer funds to the ORCA Central Payments Account or by such other means approved by the Joint Board.

8. The ORCA Regional Program Administration Agency remits single payment from the Central Payments Account to the RFC Contractor, Joint Consultant or Regional Service Provider, or other invoicing party within **thirty (30) calendar days** from the approved invoice date.

9. Each Agency agrees to make payments promptly, and consistent with the applicable deadlines.

C. Notification may be given by electronic or other means as authorized by the Joint Board and as required by each Agency to comport with individual accounts payable policies and procedures.

D. The Regional Program Administration Agency will remit a single payment from the Central Payments account to the invoicing party within thirty (30) calendar days of the date of an invoice that has been regionally approved. If all Agencies have not made the payment on the invoice by the invoice due date, Regional Program Administration Agency will remit the portion of the payment due to the invoicing party representing the ratio of payments for Agency invoices received to the total regionally approved invoice amount, as described immediately above. Any late fees and/or penalties due to the partial payment shall be the responsibility of the Agency(s) not making timely payment to the Central Payment Account (in proportion to their respective Agency invoice amounts).